

CBL Capital

A subsidiary of
Citicorp

Executive Offices
2655 Campus Drive
Suite 200
San Mateo, CA
94403-2573

415/573-1200

3-092A044

CITICORP®

March 18, 1993

RECORDATION NO. 13844-8

FILED 1425

APR 6 1993 10-00 AM

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
12th and Constitution Ave., N.W.
Washington, D.C. 20423

Attention: Ms. Mildred Lee

Re: *Master Leasing Agreement, dated as of November 12, 1982 (the "Leasing Agreement"), between ComPlan, Inc., as Lessor and Westvaco Corporation, as Lessee*

Dear Ms. Lee:

Please find enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, three certified copies of a Certificate of Amendment of Certificate of Incorporation, dated as of June 3, 1992, changing ComPlan, Inc.'s corporate name to CBL Capital Corporation as well as a certificate from the Delaware Secretary of State. The enclosed Certificate of Amendment of Certificate of Incorporation was filed with the Delaware Secretary of State on June 4, 1992.

In connection with the recording of the above referenced document, please note the following information:

- | | |
|---|---|
| (i) <u>Name & address of Lessor:</u> | CBL Capital Corporation (as successor-in-interest to ComPlan, Inc.), 2655 Campus Drive, Suite 200, San Mateo, California 94403. |
| (ii) <u>Name & address of Lessee:</u> | Westvaco Corporation, 299 Park Avenue, New York, New York 10017 |
| (iii) <u>Name & address of Lender</u> | Morgan Guaranty Trust Company of New York, 23 Wall Street, New York, New York 10015 |
| (iv) <u>General description of Railroad Equipment covered by the Leasing Agreement:</u> | Thirty-five 20 thousand gallon tank cars Type T105; AAR mechanical designation: TMI (DOT-III A 100 W3); Marked: WVCX "Property of ComPlan, Inc., Owner and Lessor"; Symbols and Numbers: WVCX 1000 - 1034 |

March 18, 1993

Page 2

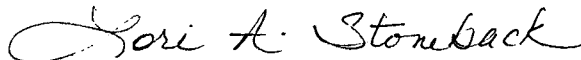
(v) Previous filings with the Interstate Commerce Commission covering the Railroad Equipment:

<u>Document:</u>	<u>Recordation Date:</u>	<u>Recordation Number:</u>
Master Leasing Agreement dated as of November 12, 1982, between ComPlan, Inc. and Westvaco Corporation, as amended.	November 12, 1982	13844
Security Agreement, dated as September 1, 1983, between ComPlan, Inc. and Morgan Guaranty Trust Company of New York	September 19, 1983	13844-A

Enclosed is our check in the amount of \$15.00 to record the enclosed Certificate of Amendment of Certificate of Incorporation. Please endorse (with the relevant recording information) two copies of the Certificate of Amendment of Certificate of Incorporation provided herewith and return them in the enclosed self-addressed, stamped envelope.

Please feel free to contact me at (800) 227-6516 if you have any questions regarding the contents of this letter.

Sincerely yours,



Lori A. Stoneback
Administrative Assistant -
Contract Administration

/las
Enclosures

cc: Edmond P. Browne
Curt A. Schultz, Esq.

CBL Capital

A subsidiary of
Citicorp

Executive Offices
2655 Campus Drive
Suite 200
San Mateo, CA
94403-2573

415/573-1200

CITICORP 

April 1, 1993

Interstate Commerce Commission
12th and Constitution Ave., N.W.
Washington, D.C. 20423

Attention: Ms. Mildred Lee

Re: *Master Leasing Agreement, dated as of November 12, 1982 (the "Leasing Agreement"),
between ComPlan, Inc., as Lessor and Westvaco Corporation, as Lessee*

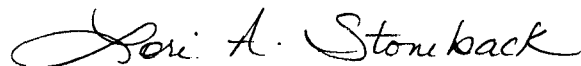
Dear Ms. Lee:

Pursuant to your request last week, please find enclosed a check in the amount of \$1.00. The enclosed check is to be applied towards the filing of a certification of ComPlan's corporate name change to CBL Capital Corporation pursuant to my letter to you dated March 18, 1993. For your convenience, I have enclosed a copy of that letter for your reference.

Thank you for your assistance in this matter.

Please feel free to contact me at (800) 227-6516 if you have any questions regarding the contents of this letter.

Sincerely yours,



Lori A. Stoneback
Administrative Assistant -
Contract Administration

/las
Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

4/6/93

OFFICE OF THE SECRETARY

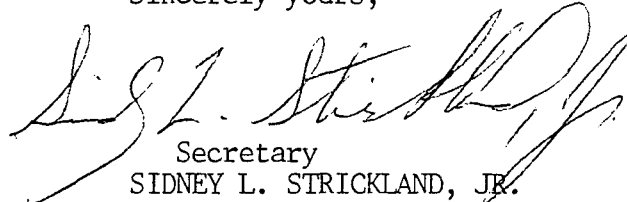
Lori A. Stoneback
Citicorp

Executive Offices
2655 Campus Drive
Suite 200, San Mateo, CA.
94403-2573

Dear **Ms, Stoneback:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **4/6/93** at **10:00am**, and assigned recordation number(s). **13844-C**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 13844-C FILED 1425

APR 6 1993 10:00 AM

CERTIFICATE

INTERSTATE COMMERCE COMMISSION

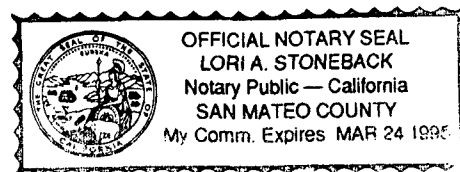
I, Curt A. Schultz, Secretary of CBL Capital Corporation (as successor-in-interest to ComPlan, Inc.), hereby certify that the attached is a true and correct copy of (1) the Certificate of Amendment of Certificate of Incorporation, dated as of June 3, 1992, changing ComPlan, Inc.'s corporate name to CBL Capital Corporation and (2) a Certificate from the Delaware Office of Secretary of State confirming the filing of the Certificate of Amendment of Certificate of Incorporation in its office on June 4, 1992.

By Curt A. Schultz
Curt A. Schultz, Secretary

Date: March 18, 1993

Subscribed and sworn to before
me this 18th day of March, 1993.

Lori A. Stoneback
Notary Public



4/U/CERT.ICC/031893

3K : 2760832

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

RECORDATION NO. 13844-C
FILED 1425

APR 6 1993 10:00 AM

INTERSTATE COMMERCE COMMISSION

ComPlan, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of ComPlan, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

FIRST: The name of the corporation is CBL Capital Corporation."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said ComPlan, Inc. has caused this certificate to be signed by William R. Silver, its President and attested by Debra M. Argenbright, its Assistant Secretary, this 3rd day of June, 1992.

COMPLAN, INC.

By



President

Attest:

By


Assistant Secretary

054085

BK 1302PG0831

PAGE 1

State of Delaware



Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "COMPLAN, INC." FILED IN THIS OFFICE ON THE FOURTH DAY OF JUNE, A.D. 1992, AT 2 O'CLOCK P.M.

* * * * *

92 JUN 11 A 10:27.0



732156022

Michael Ratchford, Secretary of State

AUTHENTICATION: *3473708

DATE: 06/04/1992

101911

RECORDATION NO. 13844-C FILED 1425

APR 6 1993 10:00 AM

CERTIFICATE

INTERSTATE COMMERCE COMMISSION

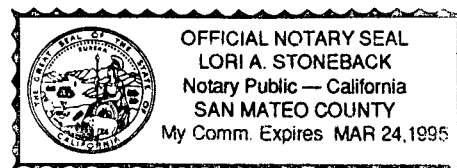
I, Curt A. Schultz, Secretary of CBL Capital Corporation (as successor-in-interest to ComPlan, Inc.), hereby certify that the attached is a true and correct copy of (1) the Certificate of Amendment of Certificate of Incorporation, dated as of June 3, 1992, changing ComPlan, Inc.'s corporate name to CBL Capital Corporation and (2) a Certificate from the Delaware Office of Secretary of State confirming the filing of the Certificate of Amendment of Certificate of Incorporation in its office on June 4, 1992.

By Curt A. Schultz
Curt A. Schultz, Secretary

Date: March 18, 1993

Subscribed and sworn to before
me this 18th day of March, 1993.

Lori A. Stoneback
Notary Public



4/U/CERT.ICC/031893

BK : 2F60832

RECORDATION NO. 13844-C FILED 1425

APR 6 1993 10:00 AM

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

INTERSTATE COMMERCE COMMISSION

ComPlan, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of ComPlan, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

FIRST: The name of the corporation is CBL Capital Corporation."

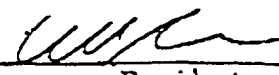
SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said ComPlan, Inc. has caused this certificate to be signed by William R. Silver, its President and attested by Debra M. Argenbright, its Assistant Secretary, this 3rd day of June, 1992.

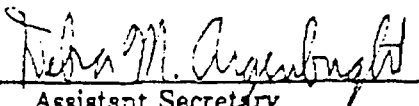
COMPLAN, INC.

By


President

Attest:

By


Assistant Secretary

054085

BK1302PG0831

PAGE 1

State of Delaware



Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "COMPLAN, INC." FILED IN THIS OFFICE ON THE FOURTH DAY OF JUNE, A.D. 1992, AT 2 O'CLOCK P.M.

* * * * *

92 JUN 11 A 10:27.0



732156022

Michael Ratchford

Michael Ratchford, Secretary of State

AUTHENTICATION: *3473708

DATE: 06/04/1992

101911